



INTERNATIONAL HEADQUARTERS

## INTERNATIONAL METALS & MACHINES, INC.

2200 EAST DEVON AVENUE • SUITE 220 • DES PLAINES, ILLINOIS 60018-4587  
(312) 297-0808 • CHICAGO (312) 694-4292 TELEX (312) 298-8434 • CABLE MONICO

RECORDATION NO. 13999 A FILE 200

JUL 14 1988-3 44 PM

### INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 13999 B FILE 200

8-196A075

JUL 14 1988-3 44 PM

### INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 13999 C FILE 200

JUL 14 1988-3 44 PM

Dear Secretary:

### INTERSTATE COMMERCE COMMISSION

Enclosed for recordation with the Interstate Commerce Commission pursuant to the provisions of Section 11303 of Title 49 of the United States Code are one original and three counterparts of each of the following three documents:

1. Removal of Trustee Instrument, effective as of July 15, 1988, from the New England Mutual Life Insurance Company (the "Majority Holder") to The First National Bank of Chicago (the "Security Trustee") removing the Security Trustee as the secured party under that certain Security Agreement-Trust Deed dated as of February 1, 1983 (the "Security Agreement") between the Security Trustee and International Metals & Machines, Inc. as the debtor under said Security Agreement (the "Debtor"). This Removal of Trustee Instrument is a secondary document. The primary document to which this Removal of Trustee Instrument is connected is the Security Agreement which is recorded under Recordation No. 13999.

The names and addresses of the parties to this transaction are as follows:

Majority Holder: New England Mutual Life Insurance Company  
501 Boylston Street  
Boston, Massachusetts 02117  
Attention: Private Placement Department

Security Trustee: The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670  
Attention: Corporate Trust Department

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Debtor: International Metals & Machines, Inc.  
2200 East Devon Avenue, Suite 220  
Des Plaines, Illinois 60018

We request that this Removal of Trustee Instrument be cross-indexed.

2. Appointment of Trustee Instrument, effective as of July 15, 1988, from the New England Mutual Life Insurance Company (the "Majority Holder") to The First Wisconsin Trust Company (the "Successor Security Trustee") appointing the Successor Security Trustee as the successor secured party under that certain Security Agreement-Trust Deed dated as of February 1, 1983 (the "Security Agreement") between The First National Bank of Chicago (the "Security Trustee") as the secured party under the Security Agreement and International Metals & Machines, Inc. as the debtor under said Security Agreement (the "Debtor"). This Appointment of Trustee Instrument is a secondary document. The primary document to which this Appointment of Trustee Instrument is connected is the Security Agreement which is recorded under Recordation No. 13999.

The names and addresses of the parties to this transaction are as follows:

Majority Holder: New England Mutual Life Insurance Company  
501 Boylston Street  
Boston, Massachusetts 02117  
Attention: Private Placement Department

Successor Security Trustee: First Wisconsin Trust Company  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53203

Security Trustee: The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670  
Attention: Corporate Trust Department

Debtor: International Metals & Machines, Inc.  
2200 East Devon Avenue, Suite 220  
Des Plaines, Illinois 60018

We request that this Appointment of Trustee Instrument be cross-indexed.

3. Acceptance of Trustee Appointment, effective as of July 15, 1988, from First Wisconsin Trust Company (the "Successor Security Trustee") to International Metals & Machines, Inc. (the "Debtor"), The First National Bank of Chicago (the "Security

Trustee") and New England Mutual Life Insurance Company (the "Majority Holder") accepting the appointment as the successor secured party under that certain Security Agreement-Trust Deed dated as of February 1, 1983 (the "Security Agreement") between the Security Trustee as the secured party under said Security Agreement and the Debtor as the debtor under said Security Agreement. This Acceptance of Trustee Appointment is a secondary document. The primary document to which this Acceptance of Trustee Appointment is connected is the Security Agreement which is recorded under Recordation No. 13999.

The names and addresses of the parties to this transaction are as follows:

Successor Security Trustee: First Wisconsin Trust Company  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53203

Debtor: International Metals & Machines, Inc.  
2200 East Devon Avenue, Suite 220  
Des Plaines, Illinois 60018

Security Trustee: The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670  
Attention: Corporate Trust Department

Majority Holder: New England Mutual Life Insurance Company  
501 Boylston Street  
Boston, Massachusetts 02177  
Attention: Private Placement Department

We request that this Acceptance of Trustee Appointment be cross-indexed.

The undersigned is the Debtor mentioned in these three documents and has knowledge of the matters set forth therein.

The equipment covered by these three documents consists of eight (8) 3000 H.P. Model SD40-2 Diesel Electric Locomotives manufactured by General Motors Corporation (Electro-Motive Division), manufacturer's serial numbers 806049-1, 806049-2, 806049-3, 806049-4, 806049-5, 806049-6, 806049-7 and 806049-8, bearing Missouri-Kansas-Texas Railroad Company road numbers 629 through 636. The equipment referred to in this paragraph bears the legend: "Leased under Lease Agreement filed with the Interstate Commerce Commission".

Also enclosed is a check in the amount of \$39.00 covering the required recording fee.

A short summary of the enclosed secondary documents to appear in the Index is as follows:

↓ Removal of Trustee Instrument from New England Mutual Life Insurance Company, 501 Boylston Street, Boston, Massachusetts 02177 to The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670, effective as of July 15, 1988, covering eight (8) locomotives and connected to Security Agreement-Trust Deed with Recordation No. 13999.

↓ Appointment of Trustee Instrument from New England Mutual Life Insurance Company, 501 Boylston Street, Boston, Massachusetts 02177 to the First Wisconsin Trust Company, 777 East Wisconsin Avenue, Milwaukee Wisconsin 53203, effective as of July 15, 1988, covering eight (8) locomotives and connected to Security Agreement-Trust Deed with Recordation No. 13999.


↓ Acceptance of Trustee Appointment from the First Wisconsin Trust Company, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53205 to International Metals & Machines, Inc., 2200 East Devon Avenue, Suite 220, Des Plaines, Illinois 60018, The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670, and New England Mutual Life Insurance Company, 501 Boylston Street, Boston, Massachusetts 02177, effective as of July 15, 1988, covering eight (8) locomotives and connected to Security Agreement-Trust Deed with Recordation No. 13999.

Please accept the enclosed three documents for recordation and make the appropriate entries to the index of documents and to the index of parties. Please return the original and two copies of each of the enclosed documents, each stamped with its recordation number, together with the usual letter of the Commission confirming recordation to the undersigned.

Very truly yours,

INTERNATIONAL METALS & MACHINES, INC.

By:

  
Vice President

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

7/15/88

International Metals & Machines, Inc.  
Att: Mr. Anderson, Vice Pres.  
2200 East Devon Avenue  
Suite 220  
Des Plaines, IL 60018

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/14/88 at 3:30PM, and assigned recordation number(s). 13999-A, B, & C

Sincerely yours,

*Nanta L. McLee*

Secretary

Enclosure(s)

REMOVAL OF TRUSTEE INSTRUMENT

REGISTERED MAIL  
RETURN RECEIPT REQUESTED

The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670  
Attention: Corporate Trust Department

Gentlemen:

Date

RECORDED NO. 13999-A FILED 1988

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INTERSTATE COMMERCE COMMISSION

This refers to that certain Security Agreement-Trust Deed dated as of February 1, 1983 (the "Security Agreement") from International Metals & Machines, Inc. (the "Debtor") to The First National Bank of Chicago, as security trustee (the "Security Trustee").

As the holder of a majority in aggregate principal amount of the Notes (as defined in the Security Agreement) now outstanding, New England Mutual Life Insurance Company (the "Majority Holder"), pursuant to the provisions of Section 6.8 of the Security Agreement, hereby removes the Security Trustee as security trustee under the Security Agreement, effective as of July 15, 1988.

The successor Security Trustee under the Security Agreement will be the First Wisconsin Trust Company.

In accordance with Section 6.10 of the Security Agreement, you as the predecessor Security Trustee shall, upon the request of the successor Security Trustee, execute and deliver such instruments of conveyance and further assurance and do such other things as may reasonably be required for more fully and certainly vesting and confirming in the successor Security Trustee a security interest in the Collateral (as defined in the Security Agreement) and all such rights, powers, trusts, duties and obligations of the predecessor Security Trustee, and you as the predecessor Security Trustee shall also assign and deliver to the successor Security Trustee any property subject to the security

interest of the Security Agreement which may then be in your possession.

Very truly yours,

NEW ENGLAND MUTUAL LIFE  
INSURANCE COMPANY

BY: Cary D. Bussema

(15)

CARY D. BUSSEMA  
INVESTMENT OFFICER

ATTEST:

Abby von der Heyde

COMMONWEALTH  
State of MASSACHUSETTS )  
County of SUFFOLK ) SS.

On this 11th day of July, 1988, before me personally appeared CAROL D. BUSSENA, to me personally known, who being by me duly sworn, says that he is a Treasurer of New England Mutual Life Insurance Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed of said corporation, that said authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynnette D. Tellis

cc: International Metals & Machines, Inc.  
2200 East Devon Avenue, Suite 220  
Des Plaines, Illinois 60018

LYNNETTE D. TELLIS  
NOTARY PUBLIC  
Commonwealth of Massachusetts  
My Commission Expires July 8, 1994

Holleb & Coff  
55 East Monroe  
Suite 4100  
Chicago, IL 60603  
Attention: Arthur R. Miller

First Wisconsin Trust Company  
777 West Wisconsin Avenue  
Milwaukee, WI 53202